

**EXHIBIT 2**

**HUDSON COOK, LLP**

Dana Frederick Clarke  
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*Proposed Special Counsel to the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

RESIDENTIAL CAPITAL, LLC, *et al.*

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)  
) Chapter 11  
)  
) Case No. 12-12020 (MG)  
) Jointly Administered  
)

**DECLARATION OF DANA FREDERICK CLARKE IN SUPPORT OF  
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF HUDSON COOK, LLP  
AS SPECIAL COUNSEL TO THE DEBTORS**

DANA FREDERICK CLARKE, under penalty of perjury, states as follows:

1. This Declaration is being submitted in support of the Application of the above-captioned debtors (the "**Debtors**") for Entry of an Order Authorizing the Employment and Retention of Hudson Cook, LLP as Special Counsel to the Debtors (the "**Application**").

2. I am a partner in the law firm of Hudson Cook, LLP ("**Hudson Cook**"). I make this Declaration pursuant to §§ 327, 328, 329 and 504 of title 11 of the United States Code (the "**Bankruptcy Code**"), and Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**").

3. I am generally familiar with the business of the law firm of Hudson Cook and have made inquiry concerning the facts set forth herein prior to making this Declaration.

**THE SCOPE OF HUDSON COOK'S SERVICES**

4. Hudson Cook is providing legal services in connection with the Foreclosure Review pursuant to Section 3 of the Consent Order of the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, dated April 13, 2011.

5. The Foreclosure Review requires PwC to review designated loan files, currently totaling in excess of 17,000 loan files, under six operational "workstreams." Hudson Cook has been retained to provide legal assistance primarily with respect to the following workstreams:

- State Law Workstream– The state law workstream requires the Foreclosure Review professionals to determine whether any state laws were violated in the foreclosure or sale associated with each file;
- Standing Workstream – The standing workstream involves an analysis of whether the Debtors had standing to conduct the relevant foreclosure;
- Fees Workstream – the fees workstream involves analyzing whether the Debtors charged borrowers impermissible fees in connection with a foreclosure proceeding;
- Servicemembers Civil Relief Act ("**SCRA**") Workstream – the SCRA workstream entails an analysis of whether the Debtors violated the SCRA in conducting a foreclosure by, for instance, foreclosing while a servicemember was on active duty;

Hudson Cook is providing legal assistance to PwC, as independent consultant under the Consent Order.

6. Pursuant to its engagement letter with the GMAC Mortgage and AFI, Hudson Cook has agreed to utilize on a regular basis certain of its attorneys, who have assigned responsibilities for particular state laws, in connection with the state law review portions of the Foreclosure Review. Further, Hudson Cook will utilize on a regular basis additional attorneys, who have assigned responsibilities for particular federal laws, in connection with the federal law review portions of the Foreclosure Review.

7. By virtue of Hudson Cook's prior involvement and ongoing engagement by GMAC Mortgage, LLC ("**GMAC Mortgage**") and Ally Financial Inc. ("**AFI**"), Hudson Cook is familiar with the facts, issues and processes involved in the Foreclosure Review.

**HUDSON COOK'S PROCEDURES**

8. In preparing this Declaration, I utilized a set of procedures established by Hudson Cook to ensure compliance with the Bankruptcy Code and the Bankruptcy Rules regarding the employment of professionals by a debtor-in-possession under the Bankruptcy Code.

9. In that connection, I caused to be submitted the names of significant parties-in-interest in these cases that are known to me after inquiry for review under the conflict check system maintained by Hudson Cook. Using information provided by the Debtors, I compared the names of the Debtors, their affiliates and subsidiaries, and potential parties-in-interest, including but not limited to the top 50 unsecured creditors on a consolidated basis, directors and officers, servicing agreement counterparties, bondholders and insurers, to the names that Hudson Cook has compiled into its conflict check system and adverse party index. A list of the parties reviewed is attached to this Declaration as **Exhibit 1**.

10. Hudson Cook maintains and systematically updates this conflict check system in the regular course of its business, and it is the regular practice of Hudson Cook to make and maintain these records. The conflict check system maintained by Hudson Cook is designed to include (i) every matter for which Hudson Cook is now or has been engaged; (ii) the entity by which Hudson Cook is now or has been engaged; (iii) the identity of related parties; (iv) the identity of adverse parties; and (v) the attorney in Hudson Cook that is knowledgeable about the matter. It is the policy of Hudson Cook that no new matter may be accepted or opened within Hudson Cook without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Hudson Cook. The scope of the system is a function of the completeness and accuracy of the

information submitted by the attorney opening a new matter. Any matches between Hudson Cook's conflict check system and the potential parties-in-interest listed on **Exhibit 1** hereto were identified and reviewed.

11. As additional parties-in-interest appear in these cases, Hudson Cook will submit their names to its conflict check system and update its disclosures as necessary. Hudson Cook is conducting a continuing inquiry of its connection with parties-in-interest in these Chapter 11 cases. In the event additional disclosure is necessary, Hudson Cook will file a supplemental verified statement setting forth any facts and circumstances relevant thereto.

### **HUDSON COOK'S CONNECTIONS**

12. In accordance with Fed. R. Bankr. P. 2014(a), Hudson Cook hereby discloses its connections with the Debtor, the Debtor's creditors and all other parties-in-interest. Hudson Cook is disclosing these connections out of an abundance of caution and does not believe any of the following connections are problematic. Except as set forth in this Declaration, Hudson Cook is not a creditor of the Debtors and has no direct or indirect relationship to, connection with, or interest in the Debtors. The following chart summarizes Hudson Cook's connections in these chapter 11 cases. In all instances, Hudson Cook's disclosed relationships are unrelated to the Debtors or their chapter 11 cases.

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
GMAC Mortgage, LLC	Debtors and Subsidiaries	Current client in connection with Foreclosure Review
ditech, LLC DOA Holding Properties, LLC DOA Properties IX (Lots-Other), LLC EPRE LLC Equity Investment I, LLC ETS of Virginia, Inc. ETS of Washington, Inc. Executive Trustee Services LLC GMAC – RFC Holding	Debtors and Subsidiaries	Affiliates of current clients, GMAC Mortgage, LLC and Ally Financial Inc., in connection with Foreclosure Review

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Company, LLC GMAC Model Home Finance I, LLC GMAC Mortgage USA Corporation GMAC Residential Holding Company, LLC GMAC RH Settlement Service, LLC GMACM Borrower LLC GMACM REO LLC GMACR Mortgage Products, LLC HFN REO SUB II, LLC Home Connects Lending Services, LLC Homecomings Financial Real Estate Holdings, LLC Homecomings Financial, LLC Ladue Associates, Inc. Passive Asset Transactions, LLC PATI A, LLC PATI B, LLC PATI Real Estate Holdings, LLC RAHI A, LLC RAHI B, LLC RAHI Real Estate Holdings, LLC RCSFJV2004, LLC Residential Accredit Loans, Inc. Residential Asset Mortgage Products, Inc. Residential Asset Securities Corporation Residential Capital, LLC Residential Consumer Services of Alabama, LLC Residential Consumer Services of Ohio, LLC Residential Consumer Services of Texas, LLC Residential Consumer Services, LLC Residential Funding		

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Company, LLC Residential Funding Mortgage Exchange, LLC Residential Funding Mortgage Securities I, Inc. Residential Funding Mortgage Securities II, Inc. Residential Funding Real Estate Holdings, LLC Residential Mortgage Real Estate Holdings, LLC RFC – GSAP Servicer Advance, LLC RFC Asset Holdings II, LLC RFC Asset Management, LLC RFC Borrower LLC RFC Construction Funding, LLC RFC REO LLC RFC SFJV-2002, LLC		
Canada Mortgage Acceptance Corporation Foreign Obligation Exchange, Inc. 2003-H12 Foreign Obligation Exchange, Inc. 2003-H14 Foreign Obligation Exchange, Inc. 2004-H11 Foreign Obligation Export, Inc. GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple GMAC Residential Funding of Canada Limited GMAC-RFC (No. 2) Limited GMAC-RFC Auritec, S.A. GMAC-RFC Direct Limited GMAC-RFC Espana Hipotecas SL GMAC-RFC Europe Limited GMAC-RFC Holdings Limited GMAC-RFC Property Finance Limited High Street Home Loans Limited	Debtors and Subsidiaries	Affiliates of current clients, GMAC Mortgage, LLC and Ally Financial Inc., in connection with Foreclosure Review

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
MCA Finance Limited National Guarantee plc Private Label Group Limited Private Label Mortgage Services Limited		
Abreu, Steven M. Aretakis, James Dondzila, Catherine M. Fleming, Patrick Hamzehpour, Tammy Harney, Anthony J. Hills, Garry Horner, Jill M. III, Edward F. Smith, Ilany, Jonathan Mack, John E. Marano, Thomas Meyer, Darsi Nees, Louis A. Pensabene, Joseph A. Riddle, Mindy Strauss, Thomas M. Tyson, William N. West, Pamela E. Whitlinger, James Wilkinson, Winston Carlos	Officers and Directors	Officers and Directors of current clients, GMAC Mortgage, LLC and Ally Financial Inc., or affiliates of current clients, in connection with Foreclosure Review
Ally Financial Inc (f/k/a GMAC Inc.)	Parties to Funding Agreements	Current client in connection with Foreclosure Review and in connection with consumer finance compliance work
Citibank, N.A	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
Wells Fargo Bank, N.A.	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
US Bank National Association	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
Deutsche Bank Trust Company Americas	Parties to Funding Agreements	Affiliate of current client in connection with consumer finance compliance work
Bank of New York Mellon	Bondholders	Current client in connection with consumer finance compliance work
Charles Schwab & Co., Inc.	Bondholders	Current client in connection with consumer finance



<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
		compliance work
CITIBK/GRP Citigroup Global Markets Inc. Citigroup Global Markets Inc. /Salomon Brothers	Bondholders	Current client and affiliates of current client in connection with consumer finance compliance work
E*Trade Clearing LLC	Bondholders	Affiliate of current client in connection with consumer finance compliance work
Goldman Sachs International Goldman, Sachs & Co.	Bondholders	Current client and affiliate of current client in connection with consumer finance compliance work
J.P. Morgan Clearing Corp. J.P. Morgan Securities LLC	Bondholders	Affiliates of current client in connection with consumer finance compliance work
Pershing LLC	Bondholders	Current client in connection with consumer finance compliance work
TD Ameritrade Clearing, Inc.	Bondholders	Affiliates of current client in connection with consumer finance compliance work
UBS Financial Services LLC UBS Securities LLC	Bondholders	Current client and affiliate of current client in connection with consumer finance compliance work
Allstate Bank (f/k/a Allstate Federal Savings Bank) Allstate Insurance Company Allstate Life Insurance Company Allstate Life Insurance Company of New York, Allstate Retirement Plan Allstate New Jersey Insurance Company	Parties to Litigation	Affiliates of current client in connection with consumer finance compliance work
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch	Parties to Litigation	Affiliates of current client in connection with consumer finance compliance work
Federal Home Loan Mortgage Corporation	Parties to Litigation	Current client in connection with consumer finance compliance work
Ally Bank	Depositing Bank	Current client in connection with consumer finance

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
		compliance work
Bank of America, N.A.	Depositing Bank	Current client in connection with consumer finance compliance work
M&T Bank	Depositing Bank	Current client in connection with consumer finance compliance work
Wachovia Bank, National Association	Depositing Bank	Current client in connection with consumer finance compliance work
Fortress Investment Group, LLC	Consultants & Professionals	Current client in connection with consumer finance compliance work
Kirkland & Ellis LLP	Consultants & Professionals	Current client in connection with consumer finance compliance work
Nationstar Mortgage, LLC	Consultants & Professionals	Current client in connection with consumer finance compliance work
Skadden, Arps, Slate, Meagher & Flom LLP	Consultants & Professionals	Current client in connection with consumer finance compliance work
Aurora Loan Services LLC	HELOC Investor	Affiliate of current client in connection with consumer finance compliance work
Bank One, Texas N.A	HELOC Investor	Affiliate of current client in connection with consumer finance compliance work
Everbank	HELOC Investor	Current client in connection with consumer finance compliance work
Macquarie Mortgages USA Inc	HELOC Investor	Current client in connection with consumer finance compliance work
Suntrust	HELOC Investor	Current client in connection with consumer finance compliance work
Federal National Mortgage Association	Servicing Counterparties	Current client in connection with consumer finance compliance work
LaSalle Bank National Association	Trustees	Affiliate of current client in connection with consumer finance compliance work
Wilmington Trust Company	Trustees	Current client in connection with consumer finance compliance work

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
ABN AMRO Mortgage Croup, Inc.	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Amalgamated Bank of New York	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
American Home Mortgage American Home Mortgage Acceptance, Inc. American Home Mortgage Investment Trust 2005-2 American Home Mortgage Investment Trust 2005-4A American Home Mortgage Investment Trust 2006-2 American Home Mortgage Investment Trust 2007-A American Home Mortgage Servicing, Inc. American Home Mortgage Trust 2004-4 American Home Mortgage Trust 2005-1 American Home Mortgage Trust 2005-2 American Home Mortgage Trust 2005-4A	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Banc of America Funding 2005-3 Trust Banc of America Funding 2005-8 Trust Banc of America Funding 2006-1 Trust Banc of America Funding 2006-4 Trust Banc of America Funding Corporation Banc of America Mortgage Capital Corporation	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Banco Popular North America	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Bank of Hawaii	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Bear Stearns Asset Backed Securities I, LLC	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
Bear Stearns Mortgage Capital Corporation Bear Stearns Second Lien Trust 2007-1 Bear Stearns Second Lien Trust 2007-SV1		finance compliance work
Capital Crossing Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Charter One Bank, FSB Charter One Bank, N.A.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Citizens Bank of Connecticut Citizens Bank of Massachusetts Citizens Bank of New Hampshire Citizens Bank of Pennsylvania Citizens Bank, N.A. Citizens Federal Bank, FSB	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Clayton National, Inc.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Comerica Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Countrywide Bank, N.A. Countrywide Home Loans Servicing, LP Countrywide Home Loans, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
DB Structured Products, Inc.	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Deutsche Alt-A Securities, Inc. Deutsche Mortgage Securities, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
DLJ Mortgage Acceptance Corp. DLJ Mortgage Capital, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Drawbridge Consumer Funding Ltd	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Encore Bank and National Association	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
Encore Savings Bank		with consumer finance compliance work
Fidelity Federal Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
First Nationwide Mortgage Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
First Tennessee Bank National Association First Tennessee Capital Assets Corporation	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Fortress Credit Corp.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
GE Capital Consumer Card Co. GE Mortgage Services, LLC	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Green Tree Servicing LLC	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
GreenPoint Mortgage Funding Trust 2005-HE4 GreenPoint Mortgage Funding Trust 2006-HE1 GreenPoint Mortgage Funding, Inc.	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Greenwich Capital Acceptance, Inc. Greenwich Capital Financial Products, Inc. Greenwich Universal Portfolio	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Home Loan Corporation Home Loan Series 09-2028	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
HomEq Servicing Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
IndyMac Bank, FSB (now OneWest Bank, FSB) IndyMac MBS, Inc. IndyMac Mortgage Holdings, Inc.	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
ING Bank, FSB	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Lehman Brothers Bank, FSB Lehman Brothers Holdings Inc. Lehman Capital, a division of Lehman Brothers Holdings Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Litton Loan Servicing, LP	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Lydian Private Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Metlife Bank, N.A.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
NETBANK	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Ocwen Federal Bank FSB Ocwen Loan Servicing, LLC	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
PHH Mortgage	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
PNC Bank, N.A. PNC Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Saxon Mortgage Funding Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Select Portfolio Servicing Inc.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
UBS Real Estate Securities Inc. UBS Warburg Real Estate Securities Inc. UBS Warburg, LLC	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
USAA Federal Savings Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work

<b>Name of Party</b>	<b>Relationship To Debtors</b>	<b>Relationship to Hudson Cook</b>
Webster Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Wilshire Credit Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
AT&T AT&T Mobility	Utilities	Current client and affiliate of current client in connection with consumer finance compliance work
Dish Network	Utilities	Current client in connection with consumer finance compliance work
MBIA, Inc.	Consolidated Top 50 Creditors	Current client in connection with consumer finance compliance work
Cerberus Capital Management, L.P. Cerberus FIM Investros LLC Cerberus FIM, LLC	Rule 2004 Motion Parties	Current client and affiliates of current client in connection with consumer finance compliance work
Morrison & Foerster LLP	Rule 2004 Motion Parties	Current client in connection with consumer finance compliance work

13. As noted above, AFI is a current client of the firm in connection with the Foreclosure Review and in connection with consumer finance compliance work. Hudson Cook believes that its representation of AFI in the Foreclosure Review is not adverse to the Debtors because that representation is in fulfillment of obligations undertaken by both AFI and certain of the Debtors pursuant to the Consent Order.

14. As part of its practice, Hudson Cook appears in certain proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers. Hudson Cook has not and will not represent any of such entities in relation to the Debtors and these Chapter 11 cases or have any relationship with any such attorneys, accountants, financial consultants and investment bankers which would be adverse to the Debtors or their estates.

**HUDSON COOK'S DISINTERESTEDNESS**

15. Except as set forth herein, neither Hudson Cook, nor any member of Hudson Cook, any attorney who is of counsel to Hudson Cook, or any associate of Hudson Cook, insofar as I have been able to ascertain, represents in these cases any entity having an adverse interest to the Debtors or their estates.

16. Pursuant to an engagement letter by and among Hudson Cook, AFI and GMAC Mortgage, dated May 30, 2012, AFI is secondarily liable for any invoices not paid by GMAC Mortgage. Accordingly, Hudson Cook is prepared to waive its claims against the Debtors for unpaid pre-petition fees and expenses provided that AFI pays those fees and expenses. Hudson Cook is currently owed \$131,454.43 on account of pre-petition services rendered to and expenses incurred on behalf of AFI and GMAC Mortgage in connection with the Foreclose Review.

17. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, Hudson Cook holds no interest adverse as to the matters for which it is to be employed.

18. I hereby represent that Hudson Cook has not agreed to share with any person (except other lawyers of Hudson Cook) the compensation to be paid for the services rendered in these cases.

**DISCLOSURE OF COMPENSATION**

19. During the one year prior to the filing of the petitions in these Chapter 11 cases, Hudson Cook received \$1,338,882.65 from the Debtors on account of services rendered and expenses incurred by Hudson Cook. Hudson Cook has not received a retainer from GMAC Mortgage or AFI in connection with this engagement.

20. The Debtors have agreed that Hudson Cook shall calculate the dollar value of its monthly services at its applicable hourly rates in effect from time to time during the



pendency of these Chapter 11 proceedings, and Hudson Cook will be entitled to the greater of such dollar value or the Minimum Monthly Fee (as defined in the Application) subject to the terms described in the Application and the Engagement Letter. Presently, the range of hourly rates for Hudson Cook's attorneys and legal assistants is as follows:

\$400-665 for partners;

\$240-375 for associates; and

\$185-230 for paraprofessionals.

Hourly rates are subject to adjustment from time to time, typically on January 1 of each year, but may adjust during the calendar year as well.

21. The Debtors have also agreed to reimburse Hudson Cook for its expenses in connection with such services in such amounts as this Court determines, pursuant to sections 330 and 331 of the Bankruptcy Code. Expenses sought by Hudson Cook may include, without limitation, travel costs, express mail, messenger service, outside photocopying costs, court fees and transcript costs.

22. Hudson Cook acknowledges that all amounts paid to it during these Chapter 11 cases are subject to final allowance by this Court. Hudson Cook therefore intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules for all services performed and expenses incurred after the Petition Date.

23. Hudson Cook has not received any other payment in connection with these cases, nor has Hudson Cook entered into any other fee agreement with the Debtors, except as set forth herein.

24. I will amend this statement upon my learning that (i) any of the within representations are no longer correct or (ii) there is any material change of circumstance requiring additional disclosure.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: September 12, 2012

/s/ Dana Frederick Clarke, Esq.  
Dana Frederick Clarke, Esq.

**EXHIBIT 1**

**RESIDENTIAL CAPITAL, LLC ET AL.**  
**Case No. 12-12020 (MG)**

**MASTER CONFLICT LIST**

**Debtors and Subsidiaries**

ditech, LLC  
DOA Holding Properties, LLC  
DOA Properties IX (Lots-Other), LLC  
EPRE LLC  
Equity Investment I, LLC  
ETS of Virginia, Inc.  
ETS of Washington, Inc.  
Executive Trustee Services LLC  
GMAC – RFC Holding Company, LLC  
GMAC Model Home Finance I, LLC  
GMAC Mortgage USA Corporation  
GMAC Mortgage, LLC  
GMAC Residential Holding Company, LLC  
GMAC RH Settlement Service, LLC  
GMACM Borrower LLC  
GMACM REO LLC  
GMACR Mortgage Products, LLC  
HFN REO SUB II, LLC  
Home Connects Lending Services, LLC  
Homecomings Financial Real Estate Holdings, LLC  
Homecomings Financial, LLC  
Ladue Associates, Inc.  
Passive Asset Transactions, LLC  
PATI A, LLC  
PATI B, LLC  
PATI Real Estate Holdings, LLC  
RAHI A, LLC  
RAHI B, LLC  
RAHI Real Estate Holdings, LLC  
RCSFJV2004, LLC  
Residential Accredited Loans, Inc.  
Residential Asset Mortgage Products, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC  
Residential Funding Company, LLC  
Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
Residential Funding Real Estate Holdings, LLC  
Residential Mortgage Real Estate Holdings, LLC  
RFC – GSAP Servicer Advance, LLC  
RFC Asset Holdings II, LLC  
RFC Asset Management, LLC  
RFC Borrower LLC

RFC Construction Funding, LLC  
RFC REO LLC  
RFC SFJV-2002, LLC

**Foreign Subsidiaries**

Canada Mortgage Acceptance Corporation  
Foreign Obligation Exchange, Inc. 2003-H12  
Foreign Obligation Exchange, Inc. 2003-H14  
Foreign Obligation Exchange, Inc. 2004-H11  
Foreign Obligation Export, Inc.  
GMAC Financiera S.A. de C.V. Sociedad Financiera  
de Objeto Multiple  
GMAC Residential Funding of Canada Limited  
GMAC-RFC (No. 2) Limited  
GMAC-RFC Auritec, S.A.  
GMAC-RFC Direct Limited  
GMAC-RFC Espana Hipotecas SL  
GMAC-RFC Europe Limited  
GMAC-RFC Holdings Limited  
GMAC-RFC Property Finance Limited  
High Street Home Loans Limited  
MCA Finance Limited  
National Guarantee plc  
Private Label Group Limited  
Private Label Mortgage Services Limited

**Officers and Directors**

Abreu, Steven M.  
Aretakis, James  
Dondzila, Catherine M.  
Fleming, Patrick  
Hamzehpour, Tammy  
Harney, Anthony J.  
Hills, Garry  
Horner, Jill M.  
III, Edward F. Smith,  
Ilany, Jonathan  
Mack, John E.  
Marano, Thomas  
Meyer, Darsi  
Nees, Louis A.  
Pensabene, Joseph A.  
Riddle, Mindy  
Strauss, Thomas M.  
Tyson, William N.  
West, Pamela E.  
Whitlinger, James  
Wilkinson, Winston Carlos

**Parties to Funding Agreements**

Ally Financial Inc (f/k/a GMAC Inc.)  
Barclays Bank PLC  
Citibank, N.A.  
Wells Fargo Bank, N.A.  
BMMZ Holdings LLC  
US Bank National Association  
Deutsche Bank Trust Company Americas

**Bondholders**

AllianceBernstein Advisors  
American Enterprise Investment Services Inc.  
Appaloosa Management L.P.  
Bank of New York Mellon, (The)/Barclays Capital -  
London  
Bank of Nova Scotia/CDS  
BARC/FIXED  
Barclays Capital Inc. /LE  
Berkshire Hathaway Inc.  
BlackRock Global Investors  
Charles Schwab & Co., Inc.  
CITIBK/GRP  
Citigroup Global Markets Inc.  
Citigroup Global Markets Inc. /Salomon Brothers  
Credit Suisse Securities (USA) LLC  
David Lerner Associates, Inc.  
Deutsche Bank Securities, Inc.  
E\*Trade Clearing LLC  
Edward D. Jones & Co.  
First Clearing, LLC  
First Southwest Company  
Goldman Sachs International  
Goldman, Sachs & Co.  
Interactive Brokers Retail Equity Clearing  
J.P. Morgan Clearing Corp.  
J.P. Morgan Securities LLC  
Janney Montgomery Scott Inc.  
Loomis Sayles & Company  
LPL Financial Corporation  
Merrill Lynch Safekeeping  
Morgan Stanley & Co. LLC  
Morgan Stanley Smith Barney LLC  
National Financial Services LLC  
Oppenheimer & Co. Inc.  
OptionXpress, Inc  
P. Schoenfeld Asset Management  
Paulson & Co. Inc.  
Penson Financial Services, Inc./Ridge.  
Pershing LLC  
Pentwater Capital Management  
Putnam Investment Management  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
Scottrade, Inc.  
Security Investors LLC  
Silver Point Capital, L.P.

Stifel, Nicolaus & Company Incorporated  
Taconic Capital Advisors, L.P.  
TD Ameritrade Clearing, Inc.  
Timber Hill LLC  
UBS Financial Services LLC  
UBS Securities LLC  
Vanguard Marketing Corporation  
Western Asset Management Company

**Landlords and Tenants**

2155 Northpark Lane LLC  
2255 Partners, L.P. c/o M. David Paul Development  
LLC  
Avenel Realty Company d / b / a Avenel at  
Montgomery Square  
Brandywine Cityplace LP  
BREOF Convergence LP c/o Brookfield Real Estate  
Opportunity Fund  
Business Suites (Texas) LTD  
Center Township of Marion County  
Del Amo Financial Center, LP  
DRA CLP Esplanade LP c/o Colonial Properties  
Services Ltd Partnership  
Euclid Plaza Associates, LLC  
GBM Properties, LLC  
Homeowners Alliance  
Liberty Property Limited Partnership  
National Default Servicing, LLC  
New Towne Center Inc.  
PBC San Jose, LLC  
PBC Walnut Creek, LLC  
Realty World - Graham/Grubbs and Associates  
Regus Management Group LLC  
Teachers Insurance and Annuity Association of  
America c/o Northmarq RES  
The Irvine Company LLC  
The Office Annex, Inc.  
Veridian Credit Union f/k/a John Deere Community  
Credit Union  
W.E.G., Jr., Inc. d / b / a Highland-March Beverly  
Suites

**Parties to Litigation**

Acacia Life Insurance Company  
Allstate Bank (f/k/a Allstate Federal Savings Bank)  
Allstate Insurance Company  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York,  
Allstate Retirement Plan  
Allstate New Jersey Insurance Company  
American Heritage Life Insurance Company  
Ameritas Life Insurance Corp.  
Assured Guaranty Municipal Corp.  
Boilermaker Blacksmith National Pension Trust  
Brown County, Ohio  
Cambridge Place Investment Management Inc.

Church-Dellinger, Victoria Jean  
Columbus Life Insurance Company  
Deutsche Zentral-genossenschaftsbank, New York  
Branch, d/b/a DZ Bank AG, New York Branch  
DG Holding Trust  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Home Loan Mortgage Corporation  
Federal Housing Finance Agency  
Financial Guaranty Insurance Company  
First Colonial Insurance Company  
Fort Washington Active Fixed Income LLC  
Fort Washington Investment Advisors, Inc.  
HSH Nordbank AG  
HSH Nordbank AG, Luxembourg Branch  
HSH Nordbank AG, New York Branch  
HSH Nordbank Securities S.A.  
Huntington Bancshares Inc.  
IKB Deutsche Industriebank AG  
IKB International S.A. (in Liquidation)  
Integrity Life Insurance Company  
Kennett Capital, Inc.  
Kral, Kenneth L.  
Laster, Martea  
Massachusetts Mutual Life Insurance Company  
MBIA Insurance Corporation  
Mitchell, Ruth  
Mitchell, Steven  
National Credit Union Administration Board  
National Integrity Life Insurance Company  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Rio Debt Holdings (Ireland) Limited  
Sall, Mohammed A.  
Sealink Funding Ltd.  
State of Ohio  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
The Western and Southern Life Insurance Company  
Thrivent Balanced Fund  
Thrivent Balanced Portfolio  
Thrivent Bond Index Portfolio  
Thrivent Core Bond Fund  
Thrivent Financial Defined Benefits Plan Trust  
Thrivent Financial for Lutherans  
Thrivent Income Fund  
Thrivent Limited Maturity Bond Fund  
Thrivent Limited Maturity Bond Portfolio  
U.S. Central Federal Credit Union  
West Virginia Investment Management Board  
Western Corporate Federal Credit Union  
Western-Southern Life Assurance Company

**U.S. Trustee's Office (Region 2 Trial Attorneys)**

Davis, Tracy Hope  
Driscoll, Michael  
Gasparini, Elisabetta  
Golden, Susan  
Khodorovsky, Nazar  
Masumoto, Brian S.  
Morrissey, Richard C.  
Nakano, Serene  
Riffkin, Linda A.  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Velez-Rivera, Andy  
Zipes, Greg M.

**Bankruptcy Judges (New York)**

Bernstein, Stuart M.  
Chapman, Shelley C.  
Drain, Robert  
Gerber, Robert E.  
Glenn, Martin  
Gropper, Allan L.  
Lane, Sean H.  
Lifland, Burton R.  
Morris, Cecelia G.  
Peck, James M.

**District Court Judges (New York)**

Baer, Harold  
Batts, Deborah A.  
Berman, Richard M.  
Briccetti, Vincent L.  
Buchwald, Naomi Reice  
Carter, Andrew L.  
Castel, P. Kevin  
Cedarbaum, Miriam Goldman  
Cote, Denise L.  
Crotty, Paul A.  
Daniels, George B.  
Duffy, Kevin T.  
Engelmayer, Paul A.  
Forrest, Katherine B.  
Gardephe, Paul G.  
Griesa, Thomas P.  
Haight, Charles S.  
Hellerstein, Alvin K.  
Jones, Barbara S.  
Kaplan, Lewis A.  
Karas, Kenneth M.  
Koeltl, John G.  
Marrero, Victor  
McKenna, Lawrence M.  
McMahon, Colleen  
Nathan, Alison J.  
Oetken, J. Paul  
Owen, Richard

Patterson, Robert P.  
Pauley, William H.  
Preska, Loretta A.  
Rakoff, Jed S.  
Ramos, Edgardo  
Sand, Leonard B.  
Scheindlin, Shira A.  
Seibel, Cathy  
Stanton, Louis L.  
Stein, Sidney H.  
Sullivan, Richard J.  
Swain, Laura Taylor  
Sweet, Robert W.  
Wood, Kimba M.

**Depositing Banks**

Ally Bank  
Bank of America, N.A.  
Bank of New York Mellon  
Citibank, N.A.  
Deutsche Bank Trust Company Americas  
JPMorgan Chase Bank, N.A.  
M&T Bank  
State Street Bank and Trust Company  
U.S. Bank National Association  
Wachovia Bank, National Association

**Consultants & Professionals**

AlixPartners  
Barclays Bank PLC  
Centerview Partners LLC  
Chadbourne & Parke LLP  
Deloitte & Touche  
Evercore  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
Gonzalez, Arthur J.  
Kirkland & Ellis LLP  
Kramer Levin Naftalis & Frankel LLP  
Kurtzman Carson Consultants LLC  
Mayer Brown LLP  
Mercer  
Mesirow Financial Consulting, LLC  
Moelis  
Nationstar Mortgage, LLC  
PricewaterhouseCoopers  
Rubenstein Associates, Inc.  
Sidley Austin LLP  
Skadden, Arps, Slate, Meagher & Flom LLP

**HELOC Investors**

5th 3rd bank  
Aurora Loan Services LLC  
Bank One, Texas N.A.  
Deutsche Bank National Trust Co.  
Everbank

JP Morgan Chase  
Macquarie Mortgages USA Inc  
Suntrust  
The Bank of New York Mellon  
Treasury Bank, N.A.  
Us Bank, N.A.  
Wachovia Bank Na  
Wells Fargo Bank, N.A.

**Servicing Counterparties**

**Government Entities and GSEs**

Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Housing Administration (FHA)  
Federal National Mortgage Association (Fannie Mae)  
Government National Mortgage Association (Ginnie Mae)

**Housing and Local Agencies**

California Housing Finance Agency  
CitiMortgage, Inc., as administrator for Texas Veterans Land Board  
Connecticut Housing Finance Authority  
Delaware Housing Authority  
Hawaii Housing (Hula Mae)  
Housing Opportunities Commission of Montgomery County, Maryland  
Mississippi Home Corporation  
Neighborhood Housing Services of America and Philadelphia N.H.S.  
Oregon Housing and Community Services Department  
Redevelopment Authority of the County of Berks  
Rural Housing  
The Housing and Redevelopment Authority in and for the City of Minneapolis  
The Industrial Commission of North Dakota

**Mortgage and Monoline Insurers**

The ACE Group  
Ambac  
Assured Guaranty Corp.  
Cuna Mutual Group Mortgage Insurance Company  
FGIC  
Financial Security Assurance Inc  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
General Electric Mortgage Insurance Corporation  
Genworth Mortgage Insurance Corporation  
MBIA  
Mortgage Guaranty Insurance Corp.  
PMI Mortgage Insurance Co.  
Radian Asset Assurance Inc.  
Radian Guaranty Inc.  
Republic Mortgage Insurance Company

Triad Guaranty Insurance Corporation  
United Guaranty Residential Insurance Company

**Trustees**

Bank One, National Association  
BNY Midwest Trust Company  
Chase Bank of Texas, N.A.  
Citibank, N.A.  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
HSBC Bank USA, National Association  
JPMorgan Chase Bank, N.A.  
LaSalle Bank National Association  
Security Pacific National Company  
The Bank of New York Mellon  
U.S. Bank National Association  
US National Association  
Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Bank, National Association  
Wilmington Trust Company

**Other Counterparties to Servicing Agreements**

50 BY 50, LLC  
ABN AMRO Mortgage Group, Inc.  
Access National Mortgage Corporation  
Ace Home Equity Loan Trust, Series 2007-SL3  
ACE Securities Corp.  
ACT Mortgage Capital  
Advantage Bank  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
Alliance Bancorp  
Alliance Securities Corp.  
Ally Bank  
Ally Financial Inc.  
Ally Investment Management LLC  
Alternative Finance Corporation  
Amalgamated Bank of New York  
American Equity Mortgage, Inc.  
American Home Mortgage  
American Home Mortgage Acceptance, Inc.  
American Home Mortgage Investment Trust 2005-2  
American Home Mortgage Investment Trust 2005-4A  
American Home Mortgage Investment Trust 2006-2  
American Home Mortgage Investment Trust 2007-A  
American Home Mortgage Servicing, Inc.  
American Home Mortgage Trust 2004-4  
American Home Mortgage Trust 2005-1  
American Home Mortgage Trust 2005-2  
American Home Mortgage Trust 2005-4A  
American Residential Equities XXVII, LLC  
American Residential Equities, LLC  
Ameriquest Mortgage Company  
Andover Bank  
Arbor Commercial Mortgage, LLC

Asset Management Holding of South Florida, LLC  
Assured Guaranty Municipal Corp  
Atlantic Financial Federal  
Audobon Savings Bank  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banc of America Funding 2005-3 Trust  
Banc of America Funding 2005-8 Trust  
Banc of America Funding 2006-1 Trust  
Banc of America Funding 2006-4 Trust  
Banc of America Funding Corporation  
Banc of America Mortgage Capital Corporation  
Bancap  
Banco Mortgage Company  
Banco Popular North America  
Bank of America, National Association  
Bank of Hawaii  
Bank One, Texas, N.A.  
Bank Rhode Island  
Bank United, FSB  
Bankatlantic, A Federal Savings Bank  
Bankers Saving  
Bankers Trust Company  
Banknorth Mortgage  
Bay Atlantic Federal Credit Union  
Bay Financial Savings Bank, FSB  
Bayrock Mortgage Corporation  
Bayview Acquisitions, LLC  
Bayview Financial Asset Trust  
Bayview Financial Property Trust  
Bayview Financial Securities Company, LLC  
Bayview Financial Trading Group, L.P.  
Bayview Financial, L.P.  
Bear Stearns Asset Backed Securities I, LLC  
Bear Stearns Mortgage Capital Corporation  
Bear Stearns Second Lien Trust 2007-1  
Bear Stearns Second Lien Trust 2007-SV1  
Bell Federal Savings and Loan Association  
BellaVista Funding Corporation  
Belvedere Trust Finance Corporation  
Bluebonnet Savings Bank FSB  
BMMZ Holdings LLC  
Broadway Federal Bank, FSB  
Brothers Bank, FSB  
Butte Savings and Loan Association  
Caliber Funding, LLC  
California Banking Association  
California Federal Bank, FSB  
California Public Employees' Retirement System  
Cambridge Place Collateral Management LLC  
Canada Mortgage Acceptance Corporation  
Capital Crossing Bank  
Capitol Federal Savings and Loan Association  
Capstead Mortgage Corporation  
CDC Mortgage Capital Inc. (Natixis)  
Cenfed Bank, a Federal Savings Bank

Cenlar FSB  
CenterState Bank of Florida, N.A.  
Central Bank of Jefferson County, Inc.  
Century Bank, FSB  
CFX Bank  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Chase Manhattan Mortgage Corporation  
Chemical Mortgage Company  
Citi Financial Mortgage Co., Inc.  
Citibank (West), FSB  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.  
CitiMortgage, Inc.  
Citizens Bank of Connecticut  
Citizens Bank of Massachusetts  
Citizens Bank of New Hampshire  
Citizens Bank of Pennsylvania  
Citizens Bank, N.A.  
Citizens Federal Bank, FSB  
Clayton Fixed Income Services Inc.  
Clayton National, Inc.  
CMC Investment Partnership  
Coastal Banc Capital Corporation  
Coastal Banc SSB  
Coastal States Mortgage Corporation  
Collective Federal Savings Bank  
Colonial Mortgage Service Company  
Comerica Bank  
Community Lending, Incorporated  
Communityone Bank, N.A.  
ComUnity Lending, Incorporated  
Copperfield  
Core, Cap Inc.  
Corona Asset Management III, LLC  
Countrywide Bank, N.A.  
Countrywide Home Loans Servicing, LP  
Countrywide Home Loans, Inc.  
Credit Suisse First Boston Mortgage Securities Corp.  
CSX  
CTCE Federal Credit Union  
CTX Mortgage Company, LLC  
DB Structured Products, Inc.  
Deutsche Alt-A Securities, Inc.  
Deutsche Bank AG New York Branch  
Deutsche Mortgage Securities, Inc.  
DLJ Mortgage Acceptance Corp.  
DLJ Mortgage Capital, Inc.  
Dollar Bank, FSB  
Drawbridge Consumer Funding Ltd  
Dynex Securities Corporation  
E\*Trade Bank  
E\*Trade Mortgage  
E\*Trade Wholesale Lending Corp.  
EAB Mortgage Company, Inc.  
EMC Mortgage Corporation

Empire Mortgage X, Inc.  
Encore Bank and National Association  
Encore Savings Bank  
Erie Savings Bank  
Eurekabank  
EverBank  
Fairbanks Capital Corp.  
Fairfax Savings Bank  
Family Bank, FSB  
Family Lending Services, Inc.  
FBS Mortgage Corporation  
Federal Home Loan Bank of Atlanta  
Federal Trust Bank, FSB  
Fidelity Federal Bank  
Fidelity Savings and Loan  
Fifth Third Bank  
Financial Asset Securities Corp.  
First Bank Incorporated  
First Bank, Inc.  
First Cap Holdings, Inc.  
First Citizens Bank and Trust Company  
First Citizens Mortgage Company  
First Community Bank N.A.  
First Federal of Michigan  
First Federal Savings and Loan Association of Storm  
Lake  
First Guaranty Mortgage Corporation  
First Horizon Home Loan Corporation  
First Indiana Bank  
First Internet Bank of Indiana  
First Massachusetts Bank, N.A.  
First National Bank and Trust Company  
First National Bank of Arizona  
First National Bank of El Dorado  
First Nationwide Mortgage Corporation  
First NLC  
First Rate Capital Corporation  
First Savings Mortgage Corporation  
First Tennessee Bank National Association  
First Tennessee Capital Assets Corporation  
First Trust Savings Bank  
First Union National Bank  
First-Citizens Bank & Trust Company  
Firstrust Bank  
Fleet National Bank  
Flex Point Funding Corporation  
Flick Mortgage Investors, Inc.  
FNBA  
Fortress Credit Corp.  
FPA Corporation  
Franklin Bank, SSB  
Franklin Credit  
Franklin Credit Management Corporation  
Gateway Credit Union  
Gateway Funding Diversified Mortgage Services, LP  
GE Capital Consumer Card Co.



GE Mortgage Services, LLC  
Geneva Mortgage Corporation  
Germantown Savings Bank  
Gibraltar Savings Association  
Ginn Financial Services, LLC  
Goldman Sachs Mortgage Company  
Gonzalo Residential Asset Trust  
Great American First Savings Bank  
Great American Savings Bank  
Green Planet Servicing, LLC  
Green Tree Servicing LLC  
GreenPoint Mortgage Funding Trust 2005-HE4  
GreenPoint Mortgage Funding Trust 2006-HE1  
GreenPoint Mortgage Funding, Inc.  
Greenwich Capital Acceptance, Inc.  
Greenwich Capital Financial Products, Inc.  
Greenwich Universal Portfolio  
GS Mortgage Securities Corp.  
GSAA Home Equity Trust 2005-9  
GSMPS Mortgage Loan Trust 2005-LT1  
GSR Mortgage Loan Trust 2006-AR2  
GSR Trust 2007-HEL1  
Guardian Savings Bank  
Hanover Capital Mortgage Holdings, Inc.  
HarborView Mortgage Loan trust 2004-10  
Healthcare Employees Federal Credit Union  
Home Equity Loan Trust 2005-HS2  
Home Equity Loan Trust 2006-HSA2  
Home Equity Loan Trust 2006-HSA3  
Home Equity Loan Trust 2006-HSA5  
Home Equity Loan Trust 2007-HSA1  
Home Equity Loan Trust 2007-HSA3  
Home Federal Savings & Loan Association of Rome,  
Ga.  
Home Loan Corporation  
Home Loan Series 09-2028  
HomeBanc Mortgage  
HomEq Servicing Corporation  
Horsham Funding Inc.  
HSI Asset Securitization Corporation  
Hudson & Keyse, LLC  
Hudson City Savings Bank  
Huntington Federal Savings & Loan Association  
Hyperion Capital Group LLC  
IMPAC CMB Trust Series 2005-6  
IMPAC Funding Companies  
IMPAC Funding Corporation  
IMPAC Mortgage Holdings, Inc.  
IMPAC Secured Assets Corp.  
Imperial Credit Industries, Inc.  
Independent Bank East Michigan  
IndyMac Bank, FSB (now OneWest Bank, FSB)  
IndyMac MBS, Inc.  
IndyMac Mortgage Holdings, Inc.  
ING Bank, FSB  
Investment Capital Group

Irwin Union Bank and Trust Company  
Ixis Real Estate Capital Inc  
Jackson Federal Bank  
Just Mortgage, Inc.  
Kaiser Federal Bank  
Keystone Nazareth Bank & Trust Company  
Kidder Peabody Mortgage Capital Corporation  
Lacera  
Lebank  
Lehman Brothers Bank, FSB  
Lehman Brothers Holdings Inc.  
Lehman Capital, a division of Lehman Brothers  
Holdings Inc.  
Liberty Home Lending, Inc.  
Liberty Savings Bank, FSB  
Linden Assemblers Federal Credit Union  
Litton Loan Servicing, LP  
LNV Corporation  
Loan Center of California  
Loan Link Financial Services  
Local #38 and Associates Credit Union  
Lomas Mortgage USA, Inc.  
Los Angeles County Employees Retirement  
Association  
Los Angeles Federal Savings  
LPP Mortgage Ltd.  
Luminent Mortgage Capital, Inc.  
Lydian Private Bank  
Macquarie Mortgage Funding Trust 2007-1  
Macquarie Mortgages USA, Inc.  
MAIA Mortgage Finance Statutory Trust  
Marine Bank  
Market Street Mortgage Corporation  
Massachusetts Mutual Life Insurance Co.  
Matrix Capital Bank  
MB Financial Bank N.A.  
Medway Savings Bank  
Mellon Bank  
Mellon/McMahon Real Estate Advisors Inc.  
Merck Sharp & Dohme Federal Credit Union  
Mercury Mortgage Finance Statutory Trust  
Meridian Mortgage Corporation  
Merrill Lynch Bank & Co.  
Merrill Lynch Hunton Paige  
Merrill Lynch Mortgage Capital Inc.  
Merrill Lynch Mortgage Holdings, Inc.  
Merrill Lynch Mortgage Investors, Inc.  
Merrill Lynch Mortgage Lending, Inc.  
Metlife Bank, N.A.  
Metrocities Mortgage Corp., LLC  
Metropolitan Life Insurance Company  
Mid America Bank, FSB  
MidFirst Bank  
Midland Financial Savings and Loan Association  
Mint I, LLC  
Mint II, LLC

Money Bank Investment Corporation  
Monterey I Holdings  
Morgan Stanley Capital I Inc.  
Morgan Stanley Mortgage Capital Inc.  
Morgan Stanley Mortgage Loan Trust 2005-3AR  
Mortgage Asset Securitization Transactions, Inc.  
Mortgage Asset Securitization Trust  
Mortgage Interest Networking Trust II  
Mortgage Investors Corporation  
MortgageIT Holdings Inc.  
MortgageIT Securities Corp.  
MortgageIT Trust 2005-4  
MortgageIT, Inc  
MRF 3 LLC  
Mrit Securities Corporation  
Mutual Savings & Loan Association of Charlotte,  
N.C.  
Mutual Savings Bank  
National Bank of Commerce  
NETBANK  
Network Funding L.P.  
Neuwest Equity Partners  
New Century Mortgage Securities, Inc.  
New Cumberland Federal Credit Union  
New Penn Financial, LLC  
New York Life Insurance and Annuity Corporation  
New York Life Insurance Company  
Nomura Asset Acceptance Corporation  
Nomura Credit & Capital, Inc.  
Nomura Home Equity Loan, Inc.  
North Jersey Federal Credit Union, Inc.  
Northwest Funding, Inc.  
Northwestern National Bank of Minneapolis  
Norwest Bank Minnesota, National Association  
Norwest Mortgage, Inc.  
Ocwen Federal Bank FSB  
Ocwen Loan Servicing, LLC  
Ohio Savings Bank  
Opteum Financial Services, LLC  
Option One Mortgage Corporation  
Paine Webber Real Estate Securities Inc.  
Parkside Lending, LLC  
Parkvale Savings Bank  
Paul Financial, LLC  
People Savings Bank, Inc., SSB  
Peoples Heritage Savings Bank  
PHH Mortgage  
Philadelphia Federal Credit Union  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.  
PMC Bancorp  
PNC Bank, N.A.  
PNC Mortgage Securities Corp.  
Pomona First Federal Bank and Trust  
Principal Asset Markets, Inc.

Principal Bank  
Principal Mutual Life Insurance Company  
Private Capital Group  
Quaker City Bank  
Quicken Loans Inc.  
RBS Citizens, National Association  
Real Time Resolutions, Inc.  
Real Time Solutions  
Realty Mortgage Corporation  
Redlands Federal Bank, FSB  
Redwood Trust, Inc.  
Reliance Federal Credit Union  
Residential Mortgage Assistance Enterprise, LLC  
Resolution Capital Advisors, LLC  
Ridgewood Savings Bank  
Riggs Bank N.A.  
Rochester Community Savings Bank  
Roosevelt Management Company, LLC  
RWT Holdings, Inc.  
Ryland Acceptance Corporation Four  
SACO I Trust 2005-GP1  
SACO I Trust 2006-8  
Salomon Brothers Realty Corp.  
Saxon Mortgage Funding Corporation  
Sea Breeze Financial Services, Inc.  
Sebring Capital  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Select Portfolio Servicing Inc.  
Sequoia Funding Trust  
Sequoia Residential Funding, Inc.  
Shearson Lehman Government Securities, Inc.  
Shellpoint Mortgage LLC  
Sierra Pacific Mortgage, Inc.  
Silver State Financial Services, Inc.  
Silvergate Bank  
Skyline Financial Corp.  
SMFC Funding Corporation  
SN Servicing Corporation  
SNBOA, LLC  
Southbank  
Southern Pacific Thrift and Loan Association  
SouthStar Funding, LLC  
Southwest Savings and Loan Association  
Sovereign Bank, FSB  
Specialized Loan Servicing LLC  
St. Paul Federal Bank for Savings  
Stanwich Mortgage Acquisition Company, LLC  
Sterling Savings Bank  
Steward Financial, Inc.  
Stonebridge Bank  
Structured Asset Mortgage Investments II Inc.  
Structured Asset Mortgage Investments, Inc.  
Structured Asset Securities Corporation  
Structured Mortgage Investments II Inc.

Summit Savings & Loan Association  
Suntrust Asset Funding, LLC  
Superior Bank  
Susquehanna Bank  
Syncora Guarantee Inc.  
Taylor, Bean Whitaker  
TCF National Bank  
TCIF, LLC  
TeleBank  
Terwin Advisors LLC  
Terwin Mortgage Trust 2006-6  
Terwin Securitization LLC  
The Canada Trust Company  
The Chase Manhattan Bank  
The First Boston Corporation  
The First National Bank of Glens Falls  
The Frost National Bank  
The Mortgage Store Financial, Inc.  
The New York Mortgage Company, LLC  
The Travelers Indemnity Company  
The Winter Group  
Treasury Bank, N.A.  
Tri Counties Bank  
Tri Country Area Federal Credit Union  
Truman Capital Securitization LLC  
UBS Real Estate Securities Inc.  
UBS Warburg Real Estate Securities Inc.  
UBS Warburg, LLC  
United Capital Mortgage, LLC  
United Federal Savings Bank  
United Financial Mortgage Corporation  
United Savings Association of Texas, FSB  
Unity Bank  
Universal Master Servicing, LLC  
US Bank Home Mortgage  
USAA Federal Savings Bank  
Valley Independent Bank  
Vermont Mortgage Group, Inc.  
Wachovia Bank, National Association  
Wachovia Mortgage Corporation  
Walter Mortgage Company  
Washington Mutual Bank  
Washington Mutual Mortgage Securities Corp.  
Webster Bank  
Western Financial Savings Bank, FSB  
WestStar Mortgage, Inc.  
Wilshire Credit Corporation  
Winter Group  
Witmer Funding LLC  
WMCC Clayton / Washington Mutual Bank  
WMD Capital Markets, LLC

**Utilities**

Abovenet Communications Inc.  
AT&T  
AT&T Mobility

Center Point Energy  
CenturyLink  
Cisco Systems Capital Corporation  
City of Eden Prairie  
Comcast  
Dish Network  
Genesys Conferencing  
Global Capacity Group Inc.  
IEX Corporation  
Inova Solutions  
Intercall  
Intervoice Inc.  
Level 3 Communications LLC  
MediaCom  
Micro-Tel Center  
MidAmerican Energy  
Sprint  
Time Warner Cable  
Time Warner Telecom  
Verizon  
Verizon Business  
Verizon California  
Verizon Wireless  
Waste Management  
Waterloo Water Works  
Xcel Energy

**Consolidated Top 50 Creditors**

Aegis Usa Inc.  
Alan Gardner  
Allstate Insurance  
Ambac Assurance Corp  
Assured Guaranty Corp.  
BNYMellon  
Boilermaker Blacksmith National Pension Trust  
Brian Kessler, et al  
Cambridge Place Investment Management Inc.  
Credstar  
Deutsche Bank AG, New York  
Deutsche Bank Trust Company Americas  
Don E. Diane M. Patterson  
Donna Moore  
Emortgage Logic  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Housing Finance Agency  
Financial Guaranty Insurance Co.  
Huntington Bancshares Inc.  
Indecomm Global Services  
Iowa Public Employees Retirement System  
Lehman Brothers Holdings, Inc.  
Loan Value Group  
Massachusetts Mutual Life Insurance Company  
MBIA, Inc.  
Midwest Operating Engineers Pension Trust Fund

National Credit Union Administration Board  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Orange County Employees Retirement System  
Police and Fire Retirement System of the City of  
Detroit  
Sealink Funding Limited  
Steven And Ruth Mitchell  
Stichting Pensioenfond ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
Thrivent Financial for Lutherans  
Tiffany Smith  
US Bank  
Wells Fargo & Company  
Wells Fargo Bank N.A  
West Virginia Investment Management Board  
Western & Southern

**Members of the Creditors' Committee**

Allstate Life Insurance Company  
AIG Asset Management (U.S.), LLC  
The Bank of New York Mellon Trust Company, N.A.  
Deutsche Bank Trust Company Americas  
Drennen, Rowena L.  
Financial Guaranty Insurance Company  
MBIA Insurance Corporation

U.S. Bank National Association  
Wilmington Trust, N.A.

**Rule 2004 Motion Parties**

AlixPartners  
Cerberus Capital Management, L.P.  
Cerberus FIM Investors LLC  
Cerberus FIM, LLC  
FIM Holdings LLC  
General Motors Company  
Gibbs & Bruns, LLP  
GMAC Bank  
GMAC Commercial Finance, LLC  
GMAC LLC  
GMAC Mortgage Group, LLC  
Houlihan Lokey  
IB Finance Holding Company, LLC  
Kelly Drye & Warren LLP  
Kramer Levin et al  
Moelis & Company  
Morrison & Foerster LLP  
Morrison Cohen LLP  
National Motors Bank FSB  
Ropes & Gray LLP  
White & Case